

Northwest Railway Gardens Association, Inc.

State By-Laws

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### ARTICLE 1: NAME AND BOUNDARIES

The name of this organization shall be the Northwest Railway Garden Neighborhood Association, Inc. (the “Association”). The boundaries of the Association shall be Emmet Street on the North, North-side of Velp Avenue on the South, West side of Lincoln on the East and North Columbia on the West.

### ARTICLE 2: MISSION STATEMENT

The mission of the Northwest Railway Garden Association is to “Promote Old Neighborhood Character and Inspiring New Community Pride.”

### ARTICLE 3: MEMBERSHIP AND MEETINGS

3.1 Membership: Membership in the Association is open to all persons, 18 years of age and older, residing in or owning a property or business within the Association’s boundaries.

3.2 Voting: Members may vote at Association Annual Meetings and must be present to do so. Each member may cast one ballot per election.

3.3 Annual Meetings: There shall be an Annual Meeting once a year. This meeting is for the election of the Board and the transaction of any other business. The Board shall determine the date, time and place of the meeting and may call additional meetings as necessary. A quorum at any Annual meeting of the Association shall consist of a majority of the Board. A vote carries by a simple majority of those present at the meeting.

3.4 General Meetings: There shall be general meetings once every bi-monthly on the second Thursday of the month. Those meeting months consist of January, March, May, July, September, and November. These monthly meetings are for continuous business and new business transactions.

## ARTICLE 4: BOARD OF DIRECTORS

4.1 Number of Board of Directors: The board shall consist of up to eleven (11) members who are elected by the members of the Association.

4.2 Method of Election: Each prospective board member shall be nominated and seconded from the floor at an Annual Meeting. Nominees must be present or submit written, dated and signed consent. There shall be no limit on nominations. The up to eleven (11) candidates receiving the most votes shall be the board. In the event vacancies remain if able, the newly-elected board shall fill them in accordance with 4.3 of the By-Laws. At the next board meeting, the first item of business shall be for the newly-elected Board to nominate and elect the following officers: President and Vice President or co-chairs, secretary and treasurer. Each shall be elected by a simple majority vote of those present at the meeting.

4.3 Officer Terms: Officers shall be in office for two (2) years with rotation of election of positions. Even numbered years elections will consist of Vice-President and Treasurer. Odd numbered year's elections will consist of President and Secretary.

4.4 Board Member Terms: All Board member Terms shall be for one year. There shall be no limit on the number of terms a member/officer may serve on the board. Whenever there is a vacancy on the board, the board shall appoint a replacement to complete the term by a simple majority vote of the remaining board members.

4.5 Board Meetings: The Board meets on the second Thursday of every bi-month at 7:00 p.m. at Jefferson Elementary School in the Library, in Green Bay, Wisconsin.

4.6 Special Meetings: Special meeting of the board may be necessary on occasion. Any board member may call a special meeting of the board by giving two days advance notice to the board. Notice shall be by e-mail or telephone call to all board members.

4.7 Removal: A board member may be removed by a two-thirds vote of the board. Any board member who has three (3) unexcused absences within a year from board meetings shall be automatically removed from the board.

## ARTICLE 5: DUTIES OF OFFICERS

5.1 President: The President shall be the principal officer of the Association. Subject to the direction and control of the board, the President shall be in charge of the business and affairs of the Association; see that resolutions and directives of the board are carried out; preside at all General meetings and the Annual meeting.

5.2 Vice-President: The Vice-President shall assist the President in the discharge of his/her duties as the President may direct. The Vice-President shall perform such duties as may be assigned to him/her by the President or the board. In the absence of the President or in the event the President is unable or refuses to perform his/her duties, the vice-president shall have all the power and be subject to all the restrictions upon the president.

5.3 Secretary: The secretary shall prepare the minutes of the General, Special and Annual meetings; ensure that all notices are given in accordance with the provisions of the By-Laws; be custodian of the Association's records; maintain a current list of contact information for all board members; and perform related duties as may be assigned to the secretary by the board.

5.4 Treasurer: The Treasurer shall be responsible for and maintenance of the Association's financial records, bank accounts and payment of expenses. The treasurer shall perform an annual audit to be presented to the Association's members at its annual meeting.

## ARTICLE 6: COMMITTEES

The board may designate the Committees it believes necessary to carry out the purposes of the Association. Committee members may consist of officers, Board members and members at large. Each committee shall nominate a chairperson who shall submit all recommendations to the Board for review and approval.

## ARTICLE 7: FINANCIALS

7.1 Bank Account: The Treasurer shall maintain a bank account in the name of the Association and share the records of such account on a regular basis with the Board of Directors. All expenses over the amount of \$50 shall be approved by the board by a majority vote.

7.2 Income: The Association may accept donations, annual payments from the Green Bay Neighborhood Leadership Council, receipts from sales, advertising and other sources of income. The Association may not impose annual dues.

7.3 Taxes: This Association shall be a non-profit organization. The Treasurer shall file any necessary forms verifying and establishing such with appropriate state and federal tax authorities.

## ARTICLE 8: BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and minutes of the proceedings of its members, board and Committees having any authority of the board. The Association shall keep a record giving the names and addresses of the board members. All books and records of the Association may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE 9: PARLIAMENTARY AUTHORITY

All issues will be resolved by general consensus of the board or membership. To resolve procedural conflicts Robert's Rules of Order will be utilized.

## ARTICLE 10: AMMENDMENTS TO BY-LAWS

The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the members and/or the board of Directors. Such action shall be taken at the Annual meeting by a simple majority vote. The By- Laws may contain any provisions

for regulation and management of the affairs of the Association with the law.